

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6) AND/OR
IFORM LIMITED OFFERING EXEMPTION

OMB APPR	OVAL
OMB NUMBER: Expires: Estimated average brours per response	

	FOLICE		
	EC USE	: UNLY	
refix			Serial
		- 1	
]
E	ate Rec	eiv e d	- 1
	1	1	- 1
			- 1

Ε

\sim							
Name of Offering (☐ check if this is Sale of Series C Convertible Preferred S			ged, and indicate c	change.)			
Filing Under (Check box(es) that apply)	□ Rule 504	☐ Rule 505	Rule 506	☐ Section	14(6)	ULOE	
Type of Filing: ☑ New Filing □	1 Amendment			*			
	A. BA	SIC IDENTIFI	CATION DATA				
1. Enter the information requested about	the issuer						
Name of Issuer (Check if this is an TraceSecurity, Inc.	amendment and na	me has changed	, and indicate chan	ige.)			<u> </u>
Address of Executive Offices 7145 Florida Blvd., Baton Rouge, LA 70		mber and Street,	City, State, Zip Co		phone Numb 612-2121	per (Including Area	a Code)
Address of Principal Business Operation	s (Nu	nber and Street,	City, State, Zip Co	ode) Tele	phone Numb	er (Including Area	a Code)
(if different from Executive Offices)				P	ROCE:	SSED	
Brief Description of Business							_
Developer and marketer of security comp	oliance manageme	nt software and s	olutions.		aug 13 Thoms		
Type of Business Organization	-	,				~ · · · · ·	- 9
□ corporation	limited part	nership, already	formed	other (p	FINANC lease speem	BANK	0.55
□ business trust	☐ limited part	nership, to be for	med				4
Actual or Estimated Date of Incorporation	n or Organization:		Month 0 2	Year 0 4		□ Estimated	299

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

CN for Canada; FN for other foreign jurisdiction)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)				
Bergeron, Sandra					
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
c/o TraceSecurity, Inc., 7145 Flor	rida Blvd., Baton F	Rouge, LA 70806			
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or
Full Name (Last name first, if ind	lividual)				Managing Partner
Cline, Dennis					
Business or Residence Address	(Numb	er and Street, City, State, 2	Cip Code)		
c/o TraceSecurity, Inc., 7145 Flor	rida Blvd., Baton R	touge, LA 70806			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or
Full Name (Last name first, if ind	lividual)			· · · · · · · · · · · · · · · · · · ·	Managing Partner
•	,				
Frazer, Thomas Business or Residence Address	(Numb	er and Street, City, State, Z	Lin Code)		
	`				
c/o TraceSecurity, Inc., 7145 Flor			E Ensenting Officer	5 Diseases	C11/
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner		□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	iviđual)		<u>.</u>		
Guba, Robert					
Business or Residence Address	(Numb	er and Street, City, State, Z	Cip Code)		
890 Winter Street, Waltham, MA	02451				
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☑ Executive Officer	Director ■	☐ General and/or
Full Name (Last name first, if ind	ividual)				Managing Partner
Stewart, Peter B.					
Business or Residence Address	(Number	er and Street, City, State, Z	Lip Code)		
c/o TraceSecurity, Inc., 7145 Flor	ida Blvd Baton R	ouge, LA 70806			
Check Box(es) that Apply:	□ Promoter				☐ General and/or
Full Name (Last name first, if ind	ividual)				Managing Partner
	rridar)				
Stickley, James Business or Residence Address	Numbe	er and Street, City, State, Z	in Code)		
	,		ip code)		
c/o TraceSecurity, Inc., 7145 Flor			- F .: OM	- 5:	- C 1 "
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Doherty, Allison					
Business or Residence Address	(Numbe	er and Street, City, State, Z	ip Code)		
c/o TraceSecurity, Inc., 7145 Flori	ida Blvd., Baton R	ouge, LA 70806			

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	lividual)	•			
Maple Leaf Partners, L.P.					
Business or Residence Address	(Numb	per and Street, City, State, 2	Cip Code)		
450 Laurel Street, Suite 2105, Ba	ton Rouge, LA 70	801			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)				
Maple Leaf Offshore, Ltd.					
Business or Residence Address	(Numb	er and Street, City, State, 2	Cip Code)		
450 Laurel Street, Suite 2105, Ba	ton Rouge, LA 70	801			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)	· · · · · · · · · · · · · · · · · · ·			
Business or Residence Address	(Numb	er and Street, City, State, 2	(ip Code)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or
Full Name (Last name first, if ind	ividual)				Managing Partner
	,				
Business or Residence Address	(Numb	er and Street, City, State, Z	ip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
				· · · · · · · · · · · · · · · · · · ·	
Business or Residence Address	(Numb	er and Street, City, State, Z	ip Code)		
Charle Boy(as) that Annly	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or
Check Box(es) that Apply:	11 Promoter			[] Director	Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Numb	er and Street, City, State, Z	ip Code)		
	`		• /		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	الم سروا	er and Street, City, State, Z	in Code)		
Dusiness of Residence Address	(ivumbi	er and succe, City, state, 2	rp Code)		

				B. INI	FORMATI	ON ABOU	T OFFER	ING				
1. Has the is	ssuer sold, o	or does the	issuer inten	d to sell, to	non accred	ited investo	ors in this of	ffering?			Yes	No ⊠
				•	n Appendix			Ü		••••••	-	
2. What is t	he minimun	n invectme			••	,					C NI/A	
2. What is u	ne mininan	i investmen	it ulat Will	oc accepted	i nom any n	narvigaa:.			***************************************		\$ <u>N/A</u> Yes	No No
3. Does the	offering pe	rmit joint o	wnership o	fa single ui	nit?						×	
person or five (5) p	ation for so r agent of a persons to b	licitation o broker or o e listed are	f purchaser lealer regis associated	s in conne- tered with t	o has been ction with s the SEC and such a broke	sales of sec 1/or with a	curities in the state or state	he offering	. If a pers	on to be I e broker or	isted is an dealer. I	associate
Full Name (I	Last name f	irst, if indiv	ridual)									
N/A									•			
Business or I	Residence A	Address (Nu	imber and S	Street, City,	State, Zip	Code)						
<u></u>				<u> </u>								<u> </u>
Name of Ass	sociated Bro	ker or Dea	ler									
States in Wh	ich Person l	Listed Has	Solicited or	Intends to	Solicit Purc	hasers				<u>-</u> .		
				-							All State	-
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	(NH)	[N]]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (L	asi name n	rst, ii inaiv	iouai)									
N/A		11 01	1 10		0 7 7	 						
Business or F	Cesidence A	.aaress (Nu	mber and S	treet, City,	State, Zip C	lode)						
N. C.												
Name of Ass	ociated Bro	ker or Deal	ler									
States in Whi	ich Person I	isted Has	Solicited or	Intends to	Solicit Purc	hacere						
								•••••			🗆 🗸	All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
(IL)	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[HO]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (L	ast name fi	rst, if indivi	dual)									
N/A												
Business or R	Residence A	ddress (Nu	mber and S	treet, City,	State, Zip C	ode)						
Name of Asso	ociated Bro	ker or Deal	er	· <u>-</u>								
States in Whi	ch Person I	isted Hac S	Solicited or	Intends to	Solicit Purc	hasers						
											🗖 Ali	States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
(IL)	[IN]	[lA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
IRII	ופכו	ICDI	ITNI	(TY)	(UT)	ITVI	IVAI	IWAI	· IWVI	fWH	IWVI	(DD)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

I.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged						
	Type of Security		regate ring Pric		4me	ount A Sol	Jready d
	Debt	\$	0		\$	0	
	Equity	\$ <u>8</u> ,	335,300	-	\$	8,084	1,167
	□ Common 🛭 Preferred						
	Convertible Securities (including warrants)	\$	0		\$	0	
	Partnership Interests		0			0	
	Other (Specify)		0			0	
	Total		,335,300			8,084	
	Answer also in Appendix, Column 3, if filing under ULOE.		<u>, </u>	-		-(<u>,</u>
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		umber vestors			ollar A	egate Amount chases
	Accredited Investors		10		\$_	8,084	,167
	Non-accredited investors	1	N/A		\$	N/A	<u> </u>
	Total (for filings under Rule 504 only)				\$		
3.	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.						
	Type of offering		pe of curity		D	ollar A Solo	lmount
	Rule 505		0		\$_	. 0.	_
	Regulation A		0		\$_	0	
	Rule 504		0		\$_	0	
	Total		0		\$_	0	
4.	 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. 						
	Transfer Agent's Fees				S _	0	
	Printing and Engraving Costs		1		\$_	0	
	Legal Fees			×	\$_	20,00	0
	Accounting Fees					0	
	Engineering Fees					0	
	Sales Commissions (specify finders' fees separately)			_	\$ _	0	
	Other Expenses (identify) Blue Sky Fees					50	
	Total					20,50	

C. OFFERING PRIC	CE, NUMBER OF INVESTORS, EXPENSES AND USE	OF P	ROCEEDS	
and total expenses furnished in respons	gate offering price given in response to Part C – Question 1 to Part C - Question 4.a. This difference is the			\$ <u>8,314,800</u>
used for each of the purposes shown. If the estimate and check the box to the left of the	I gross proceeds to the issuer used or proposed to be no amount for any purpose is not known, furnish an the estimate. The total of the payments listed must equal ct forth in response to Part C - Question 4.b above.			
			Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees			\$ <u>0</u>	S 0
Purchase of real estate			\$ <u>0</u>	5 0
Purchase, rental or leasing and installs	ation of machinery and equipment	0	\$_0	5 0
Construction or leasing of plant build	ings and facilities		\$ _0	S _0
offering that may be used in exchange	ding the value of securities involved in this e for the assets or securities of another	_	f . 0	- • •
•				5 0
• •				5 0
.				S \$ 8,314,800
Other (specify):			\$ <u>0</u>	S 0
		_	f 0	-
				□ \$ <u>0</u>
Column Totals			\$ <u>0</u>	■ \$ <u>8,314,800</u>
Total Payments Listed (column totals	added)		⊠ \$_₹	3,314,800
	D. FEDERAL SIGNATURE			
following signature constitutes an underta	signed by the undersigned duly authorized person. If this not king by the issuer to furnish to the U.S. Securities and Exchance issuer to any non-accredited investor pursuant to paragraph	inge C	Commission, upo	505, the on written request
ssuer (Print or Type)	Signature		Date	,
TraceSecurity, Inc.	A A A A A A A A A A A A A A A A A A A		8-7-0	97
Name of Signer (Print or Type)	Title of Signer (Print or Type)		.	
Peter B. Stewart	President and Chief Executive Officer			

—— ATTENTION ———

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
	62 presently subject to any of the disqualification provisions	Yes	No ⊠
	See Appendix, Column 5, for state response.		
2. The undersigned issuer hereby underta Form D (17 CFR 239.500) at such tin	es to furnish to any state administrator of any state in which thes as required by state law.	is notice is filed, a notice on	
 The undersigned issuer hereby underta issuer to offerees. 	es to furnish to the state administrators, upon written request, i	information furnished by the	
limited Offering Exemption (ULOE)	he issuer is familiar with the conditions that must be satisfied to if the state in which this notice is filed and understands that the sablishing that these conditions have been satisfied.		
The issuer has read this notification and kindersigned duly authorized person.	ows the contents to be true and has duly caused this notice to be	be signed on its behalf by the	
ssuer (Print or Type)	Signature	Date	
FraceSecurity, Inc.		8-7-07	
Name of Signer (Print or Type)	Title of Spiner (Print or Type)		•

President and Chief Executive Officer

Instruction:

Peter B. Stewart

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	<u> </u>	2		5 Disqualification						
	to non- investo	d to sell accredited rs in State 3-ltcm 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	Series C Convertible Preferred Stock \$8,335,300	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL										
AK										
AZ										
AR										
CA		⊠	Х	1	\$100,000	0	0		Ø	
СО										
СТ										
DE			•							
DC										
FL										
GA										
HI										
ID										
ΙL										
IN										
ΙA										
KS										
KY										
LA		⊠	х	8	\$7,934,167	0	0			
МЕ										
MD										
МА										
MI										
MN										
MS										
МО										

APPENDIX

											
1	to non- investo	2 nd to sell -accredited ors in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	Series C Convertible Preferred Stock \$8,335,300	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
МТ											
NE											
NV											
NH											
NJ		⊠	х	1	\$50,000	0	0		⊠		
NM							-				
NY											
NC											
ND											
ОН											
OK											
OR											
PA											
RI											
SC											
SD											
TN											
TX											
UT											
VT			_								
VA			_								
WA											
wv											
WI											
WY											
PR											

